



October 16, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated September 13, 2012 between the following parties:

Assignee: Fifth Third Bank  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (73) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 13, 2012 related to seventy-three (73) railcars bearing reporting marks: JTSX2463 - 810196, sporadic.

Please file this as a secondary document under Recordation Number 27809-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27809-27809-D. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Gordin  
Staff Assistant

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of September 13, 2012 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation (“Assignee”).

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 15, 2009, as subsequently amended by agreement, between Assignor, as Lessor, and CF Industries, Inc., as Lessee, for seventy-three (73) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of September 13, 2012.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

**FIFTH THIRD EQUIPMENT FINANCE COMPANY**

By: Chris

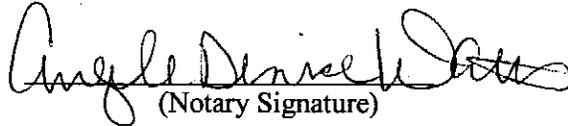
Name: Christopher S. Bell  
Vice President

Title: \_\_\_\_\_

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 13<sup>th</sup> day of September, 2012, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13<sup>th</sup> day of September, 2012.

  
(Notary Signature)

My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF Ohio )  
COUNTY OF Hamilton ) SS:

On this 12<sup>th</sup> day of September, 2012, before me the subscriber, Paula D. McQueen, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher S. Bell, to me personally known, who stated and acknowledged that he/she is the Vice President of Fifth Third Equipment Finance Company, a Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this \_\_ day of September, 2012.

Paula D. McQueen  
(Notary Signature)

My commission



Paula D. McQueen  
Notary Public, State of Ohio  
My Commission Expires 10-13-2013

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Seventy-three (73), railcars bearing reporting marks as follows:

JTSX	2463	JTSX	487519
JTSX	2464	JTSX	487525
JTSX	2465	JTSX	487526
JTSX	2466	JTSX	487530
JTSX	2467	JTSX	487536
JTSX	2468	JTSX	487541
JTSX	2469	JTSX	487543
JTSX	2470	JTSX	487544
JTSX	2471	JTSX	487611
JTSX	53014	JTSX	487639
JTSX	63610	JTSX	487920
JTSX	65256	JTSX	487958
JTSX	190758	JTSX	487963
JTSX	487100	JTSX	488140
JTSX	487372	JTSX	488376
JTSX	487374	JTSX	488425
JTSX	487375	JTSX	488479
JTSX	487379	JTSX	488483
JTSX	487381	JTSX	488549
JTSX	487390	JTSX	488562
JTSX	487392	JTSX	488614
JTSX	487395	JTSX	488620
JTSX	487398	JTSX	488642
JTSX	487399	JTSX	488655
JTSX	487402	JTSX	488698
JTSX	487421	JTSX	488735
JTSX	487426	JTSX	489344
JTSX	487427	JTSX	489345
JTSX	487440	JTSX	489352
JTSX	487446	JTSX	489531
JTSX	487447	JTSX	490019
JTSX	487457	JTSX	490025
JTSX	487470	JTSX	490361
JTSX	487481	JTSX	810001
JTSX	487487	JTSX	810169
JTSX	487510	JTSX	810196

JTSX	487516		
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**LEASE:** Dated January 15, 2009 between The David J. Joseph Company and CF Industries, Inc., as subsequently amended by agreement.